

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
February 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 10, 2011 (February 9, 2011)

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

0-29092  
(Commission)

54-1708481  
(IRS Employer)

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of incorporation)

File No.)

Identification No.)

7901 Jones Branch Drive, Suite 900, McLean, VA 22102

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (703) 902-2800

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 9, 2011, Primus Telecommunications Group, Incorporated (the Company ) issued a press release announcing the commencement of private offers to exchange up to \$240 million of new 9.50% Senior Secured Notes due 2019 issued by Primus Telecommunications Holding, Inc. (the Issuer ), a subsidiary of the Company, for outstanding Units representing 13% Senior Secured Notes due 2016 issued by the Issuer and Primus Telecommunications Canada Inc., a subsidiary of the Company, and 14.25% Senior Subordinated Notes due 2013 issued by Primus Telecommunications IHC, Inc., a subsidiary of the Company. The contents of such press release are incorporated by reference in this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated February 9, 2011, issued by the Company.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PRIMUS TELECOMMUNICATIONS GROUP,**

**INCORPORATED**

Dated: February 10, 2011

By: /s/ James C. Keeley  
James C. Keeley  
*Acting Chief Financial Officer (Principal Financial Officer)*

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
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